

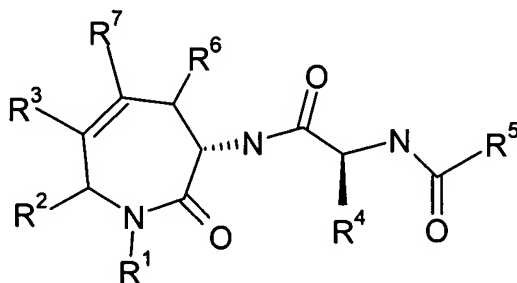
DOCKET NO.: ASZN0035-100 (100911-1P US)

**In the Claims:**

The current status of all claims is listed below and supercedes all previous lists of claims.

Please cancel claims 34-38 without prejudice to their presentation in another application, and amend claims 3-11, 13, 14, 21, 22, 24-26, 32, 33, and 39-53 as follows:

1. (original) A compound of formula (I):



(I)

wherein:

$R^1$  is selected from H, optionally substituted  $C_{1-3}$ alkylaryl, optionally substituted  $C_{1-3}$ alkylheterocycle, optionally substituted alkyl, optionally substituted  $C_{3-6}$ cycloalkyl,  $C_{2-4}$ alkylNR<sup>a</sup>R<sup>b</sup>, or  $C_{1-4}$ alkylCOR<sup>d</sup>, wherein all such optional substitutions are made with 0, 1, 2 or 3 R<sup>c</sup>;

$R^a$  and  $R^b$  are, at each occurrence independently selected from H,  $C_{1-4}$ alkyl or  $C_{5-6}$ cycloalkyl, or  $R^a$  and  $R^b$  and the N to which they are attached in combination form a 5 or 6-membered N-linked heterocycle having 2 nitrogen or, 1 nitrogen and 1 oxygen, ring atoms, wherein the non-linked nitrogen is substituted with R<sup>c</sup>;

$R^c$  is, at each occurrence independently selected from H,  $C_{1-3}$ alkyl, or substituted phenyl with 0, 1, 2, or 3 R<sup>c</sup>;

$R^d$  is, at each occurrence independently selected from  $C_{1-3}$ alkyl,  $C_{1-3}$ alkoxy, or NR<sup>a</sup>R<sup>b</sup>;

$R^e$  is, at each occurrence independently selected from OH, F, Cl, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>,  $C_{1-6}$ alkyl, or  $C_{1-6}$ alkoxy;

$R^2$ ,  $R^3$ ,  $R^6$  and  $R^7$  are independently selected from H, optionally substituted 5- or 6-

membered aromatic or heteroaromatic ring, said ring having 0, 1, 2 or 3, nitrogen, oxygen or sulfur atoms, but not more than 2 oxygen atoms or 2 sulfur atoms or 1 oxygen and 1 sulfur atom, optionally substituted C<sub>1-3</sub>alkylaryl, optionally substituted C<sub>1-3</sub>alkylheterocycle, optionally substituted C<sub>1-6</sub>alkyl, or optionally substituted C<sub>3-6</sub> cycloalkyl, wherein all such optional substitutions are made with 0, 1, 2, or 3 R<sup>e</sup> moieties, with the requirement that one or more of R<sup>2</sup>, R<sup>3</sup>, R<sup>6</sup> and R<sup>7</sup> are aromatic or heteroaromatic;

R<sup>4</sup> is H, optionally substituted 5- or 6-membered aromatic or heteroaromatic ring, said ring having 0,1,2 or 3, nitrogen, oxygen or sulfur atoms, but not more than 2 oxygen atoms or 2 sulfur atoms or 1 oxygen and 1 sulfur atom, C<sub>1-6</sub>alkyl, C<sub>3-6</sub> cycloalkyl, or CR<sup>9</sup>R<sup>10</sup>R<sup>11</sup>;

R<sup>5</sup> is -C<sub>1-6</sub>alkyl, -C<sub>1-3</sub>alkylR<sup>12</sup> or CH(OH)R<sup>13</sup>;

R<sup>9</sup>, R<sup>10</sup> and R<sup>11</sup> are, at each occurrence independently selected from H, F, C<sub>1-4</sub>alkyl, OH, OCH<sub>3</sub>, SH, SCH<sub>3</sub>, CH<sub>2</sub>SCH<sub>3</sub>;

R<sup>12</sup> is phenyl substituted with 0, 1, 2 or 3 R<sup>e</sup>;

R<sup>13</sup> is C<sub>1-6</sub>alkyl or R<sup>12</sup>;

or a pharmaceutically acceptable salt thereof.

2. (original) A compound of claim 1, wherein:

R<sup>1</sup> is selected from H, or optionally substituted alkyl, wherein such optional substitution is made with 0, 1, or 2 substituents selected from C<sub>1-6</sub>cycloalkyl, C<sub>1-6</sub>cycloalkoxy, or phenyl;

R<sup>2</sup>, R<sup>3</sup>, R<sup>6</sup> and R<sup>7</sup> are independently selected from H, or optionally substituted 6-membered aromatic, wherein such optional substitution is made with 0, 1, 2, or 3 R<sup>e</sup> moieties, with the requirement that one or more of R<sup>2</sup>, R<sup>3</sup>, R<sup>6</sup> and R<sup>7</sup> are aromatic;

R<sup>4</sup> is H, or C<sub>1-6</sub>alkyl;

R<sup>5</sup> is -C<sub>1-6</sub>alkyl, -C<sub>1-3</sub>alkylR<sup>12</sup>;

R<sup>12</sup> is phenyl substituted with 0, 1, 2 or 3 R<sup>e</sup>;

R<sup>e</sup> is, at each occurrence independently selected from OH, F, Cl, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, C<sub>1-6</sub>alkyl, or C<sub>1-6</sub>alkoxy;

or a pharmaceutically acceptable salt thereof.

3. (currently amended) A compound of claim 1, wherein:  
R<sup>1</sup> is selected from H, -C<sub>1-6</sub>alkyl, -(CH<sub>2</sub>)<sub>2</sub>OCH<sub>3</sub>, -CH<sub>2</sub>-phenyl, -CH<sub>2</sub>C<sub>1-6</sub>cycloalkyl;  
R<sup>2</sup>, R<sup>3</sup>, R<sup>6</sup> and R<sup>7</sup> are independently selected from H, or a substituted phenyl, wherein such ~~substituent~~ substituent is selected from 1, 2, or 3 of the following F, Cl, Br, I or OCH<sub>3</sub>;  
R<sup>4</sup> is H, or C<sub>1-6</sub>alkyl;  
R<sup>5</sup> is -C<sub>1-6</sub>alkyl, -C<sub>1-3</sub>alkylR<sup>12</sup> wherein R<sup>12</sup> is a substituted phenyl, wherein such ~~substituent~~ substituent is selected from 1, 2 or 3 of the following F, Cl, Br, I or OCH<sub>3</sub>;  
or a pharmaceutically acceptable salt thereof.
4. (currently amended) A compound of ~~claim 1~~ claim 1, wherein:  
R<sup>1</sup> is ~~-C<sub>1-3</sub>alkyl~~, -C<sub>1-3</sub>alkyl or -CH<sub>2</sub>C<sub>1-4</sub>cycloalkyl.
5. (currently amended) A compound of claim 1, wherein:  
R<sup>1</sup> is ~~methy~~ methyl or -CH<sub>2</sub>cyclopropane.
6. (currently amended) A compound of ~~claim 1~~ claim 1, wherein:  
R<sup>e</sup> is, at each occurrence independently selected from F, Cl, CF<sub>3</sub>, C<sub>1-6</sub>alkyl, or C<sub>1-6</sub>alkoxy.
7. (currently amended) A compound of ~~claim 1~~ claim 1, wherein:  
R<sup>2</sup> is an optionally substituted phenyl, wherein such optional substitution is made with 0, 1, 2, or 3 R<sup>e</sup> moieties.
8. (currently amended) A compound of ~~claim 1~~ claim 1, wherein:  
R<sup>3</sup>, R<sup>6</sup> and R<sup>7</sup> are H.
9. (currently amended) A compound of ~~claim 1~~ claim 1, wherein:  
R<sup>4</sup> is C<sub>1-6</sub>alkyl.

10. (currently amended) A compound of ~~claim 1~~ claim 1, wherein:

$R^5$  is  ~~$-C_{1-6}alkyl$ ,  $-C_{1-6}alkyl$  or  $-C_{1-3}alkyl$~~ <sup>12</sup> wherein  $R^{12}$  is a substituted phenyl, wherein such ~~substituent~~ substituent is selected from 1, 2 or 3 of the following F, Cl, Br, I or  $OCH_3$ .

11. (currently amended) A compound ~~of formula (I)~~ of claim 1 selected from:

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,7S)-1-methyl-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,7R)-1-methyl-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]-L-alaninamide;

$N^1$ -[(3S,7S)-1-(cyclopropylmethyl)-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]- $N^2$ -[(3,5-difluorophenyl)acetyl]-L-alaninamide;

$N^1$ -[(3S,7R)-1-(cyclopropylmethyl)-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]- $N^2$ -[(3,5-difluorophenyl)acetyl]-L-alaninamide;

$N^1$ -[(3S,7S)-1-benzyl-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]- $N^2$ -[(3,5-difluorophenyl)acetyl]-L-alaninamide;

$N^1$ -[(3S,7R)-1-benzyl-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]- $N^2$ -[(3,5-difluorophenyl)acetyl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,7S)-1-(2-methoxyethyl)-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,7R)-1-(2-methoxyethyl)-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-hydroxy-4-methylpentanoyl]- $N^1$ -[(3S,7S)-1-(2-methoxyethyl)-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]-L-leucinamide;

$N^1$ -[(3R,7S)-1-cyclopentyl-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]- $N^2$ -[(3,5-difluorophenyl)acetyl]-L-alaninamide;

$N^1$ -[(3S,7S)-1-cyclopentyl-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]- $N^2$ -[(3,5-difluorophenyl)acetyl]-L-alaninamide;

$N^1$ -[(3R,7S)-1-isobutyl-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]- $N^2$ -[(3,5-difluorophenyl)acetyl]-L-alaninamide;

$N^1$ -[(3*S*,7*S*)-1-isobutyl-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]- $N^2$ -[(3,5-difluorophenyl)acetyl]-L-alaninamide;

$N^1$ -[(3*S*,7*S*)-1-(cyclopropylmethyl)-7-(4-fluorophenyl)-2-oxo-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]- $N^2$ -[(3,5-difluorophenyl)acetyl]-L-alaninamide;

$N^1$ -[(3*R*,7*S*)-1-(cyclopropylmethyl)-7-(4-fluorophenyl)-2-oxo-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]- $N^2$ -[(3,5-difluorophenyl)acetyl]-L-alaninamide

$N^1$ -[(3*S*,7*S*)-1-(cyclopropylmethyl)-7-(4-methoxyphenyl)-2-oxo-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]- $N^2$ -[(3,5-difluorophenyl)acetyl]-L-alaninamide (11)

$N^1$ -[(3*R*,7*S*)-1-(cyclopropylmethyl)-7-(4-methoxyphenyl)-2-oxo-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]- $N^2$ -[(3,5-difluorophenyl)acetyl]-L-alaninamide;

$N^1$ -[(3*S*,7*S*)-1-(cyclopropylmethyl)-7-(4-methoxyphenyl)-2-oxo-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]- $N^2$ -[(2*S*)-2-hydroxy-4-methylpentanoyl]-L-leucinamide;

$N^2$ -[(2*S*)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3*S*,7*S*)-1-methyl-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2*R*)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3*S*,7*S*)-1-methyl-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2*S*)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3*S*,7*S*)-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2*R*)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3*S*,7*S*)-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3*S*)-1-methyl-2-oxo-6-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3*S*)-2-oxo-6-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2*S*)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3*S*)-1-methyl-2-oxo-6-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2*R*)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3*S*)-1-methyl-2-oxo-6-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2*R*)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3*S*)-2-oxo-6-phenyl-2,3,4,7-

tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S)-2-oxo-6-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S)-1-methyl-2-oxo-5-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S)-2-oxo-5-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S)-1-methyl-2-oxo-5-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S)-1-methyl-2-oxo-5-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S)-2-oxo-5-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S)-2-oxo-5-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4S)-1-methyl-2-oxo-4-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4S)-2-oxo-4-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4S)-1-methyl-2-oxo-4-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4S)-1-methyl-2-oxo-4-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4S)-2-oxo-4-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4S)-2-oxo-4-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4R)-1-methyl-2-oxo-4-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4R)-2-oxo-4-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R)-1-methyl-2-oxo-4-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R)-1-methyl-2-oxo-4-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R)-2-oxo-4-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R)-2-oxo-4-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4S,7S)-1-methyl-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4S,7S)-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4S,7S)-1-methyl-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4S,7S)-1-methyl-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4S,7S)-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4S,7S)-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4R,7S)-1-methyl-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4R,7S)-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R,7S)-1-methyl-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R,7S)-1-methyl-2-oxo-4,7-

diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R,7S)-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R,7S)-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4R,7R)-1-methyl-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4R,7R)-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R,7R)-1-methyl-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R,7R)-1-methyl-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R,7R)-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R,7R)-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,7R)-1-methyl-2-oxo-5,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,7R)-2-oxo-5,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,7R)-1-methyl-2-oxo-5,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,7R)-1-methyl-2-oxo-5,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,7R)-2-oxo-5,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,7R)-2-oxo-5,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;



$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,7S)-1-methyl-2-oxo-5,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,7S)-2-oxo-5,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,7S)-1-methyl-2-oxo-5,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,7S)-1-methyl-2-oxo-5,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,7S)-2-oxo-5,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,7S)-2-oxo-5,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4R)-1-methyl-2-oxo-4,6-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4R)-2-oxo-4,6-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R)-1-methyl-2-oxo-4,6-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R)-1-methyl-2-oxo-4,6-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R)-2-oxo-4,6-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R)-2-oxo-4,6-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4S)-1-methyl-2-oxo-4,6-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4S)-2-oxo-4,6-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4S)-1-methyl-2-oxo-4,6-

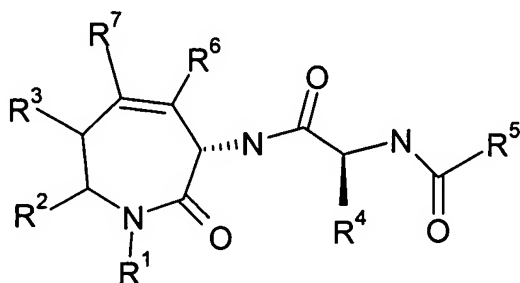
diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4S)-1-methyl-2-oxo-4,6-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4S)-2-oxo-4,6-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide; and

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4S)-2-oxo-4,6-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide.

12. (original) A compound of formula (II):



(II)

wherein:

$R^1$  is selected from H, optionally substituted  $C_{1-3}$ alkylaryl, optionally substituted  $C_{1-3}$ alkylheterocycle, optionally substituted alkyl, optionally substituted  $C_{3-6}$ cycloalkyl,  $C_{2-4}$ alkylNR<sup>a</sup>R<sup>b</sup>, or  $C_{1-4}$ alkylCOR<sup>d</sup>, wherein all such optional substitutions are made with 0, 1, 2 or 3 R<sup>c</sup>;

$R^a$  and  $R^b$  are, at each occurrence independently selected from H,  $C_{1-4}$ alkyl or  $C_{5-6}$ cycloalkyl, or  $R^a$  and  $R^b$  and the N to which they are attached in combination form a 5 or 6-membered N-linked heterocycle having 2 nitrogen or, 1 nitrogen and 1 oxygen, ring atoms, wherein the non-linked nitrogen is substituted with R<sup>c</sup>;

R<sup>c</sup> is, at each occurrence independently selected from H,  $C_{1-3}$ alkyl, or substituted phenyl with 0, 1, 2, or 3 R<sup>c</sup>;

R<sup>d</sup> is, at each occurrence independently selected from  $C_{1-3}$ alkyl,  $C_{1-3}$ alkoxy, or NR<sup>a</sup>R<sup>b</sup>;

R<sup>e</sup> is, at each occurrence independently selected from OH, F, Cl, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>,

C<sub>1-6</sub>alkyl, or C<sub>1-6</sub>alkoxy;

R<sup>2</sup>, R<sup>3</sup>, R<sup>6</sup> and R<sup>7</sup> are independently selected from H, optionally substituted 5- or 6-membered aromatic or heteroaromatic ring, said ring having 0,1,2 or 3, nitrogen, oxygen or sulfur atoms, but not more than 2 oxygen atoms or 2 sulfur atoms or 1 oxygen and 1 sulfur atom, optionally substituted C<sub>1-3</sub>alkylaryl, optionally substituted C<sub>1-3</sub>alkylheterocycle, optionally substituted C<sub>1-6</sub>alkyl, or optionally substituted C<sub>3-6</sub> cycloalkyl, wherein all such optional substitutions are made with 0, 1, 2, or 3 R<sup>e</sup> moieties, with the requirement that one or more of R<sup>2</sup>, R<sup>3</sup>, R<sup>6</sup> and R<sup>7</sup> are aromatic or heteroaromatic;

R<sup>4</sup> is H, optionally substituted 5- or 6-membered aromatic or heteroaromatic ring, said ring having 0,1,2 or 3, nitrogen, oxygen or sulfur atoms, but not more than 2 oxygen atoms or 2 sulfur atoms or 1 oxygen and 1 sulfur atom, C<sub>1-6</sub>alkyl, C<sub>3-6</sub> cycloalkyl, or CR<sup>9</sup>R<sup>10</sup>R<sup>11</sup>;

R<sup>5</sup> is C<sub>1-3</sub>alkylR<sup>12</sup> or CH(OH)R<sup>13</sup>;

R<sup>9</sup>, R<sup>10</sup> and R<sup>11</sup> are, at each occurrence independently selected from H, F, C<sub>1-4</sub>alkyl, OH, OCH<sub>3</sub>, SH, SCH<sub>3</sub>, CH<sub>2</sub>SCH<sub>3</sub>;

R<sup>12</sup> is phenyl substituted with 0, 1, 2 or 3 R<sup>e</sup>;

R<sup>13</sup> is C<sub>1-6</sub>alkyl or R<sup>12</sup>;

or a pharmaceutically acceptable salt thereof.

13. (currently amended) A compound of ~~formula (II)~~ claim 12, wherein:

R<sup>1</sup> is selected from H, or optionally substituted alkyl wherein such optional substitution is made with 0, 1, or 2 substituents selected from C<sub>1-6</sub>cycloalkyl, C<sub>1-6</sub>cycloalkoxy, or phenyl;

R<sup>2</sup>, R<sup>3</sup>, R<sup>6</sup> and R<sup>7</sup> are independently selected from H, or optionally substituted 6-membered aromatic, wherein such optional substitution is made with 0, 1, 2, or 3 R<sup>e</sup> moieties, with the requirement that one or more of R<sup>2</sup>, R<sup>3</sup>, R<sup>6</sup> and R<sup>7</sup> are aromatic;

R<sup>4</sup> is H, or C<sub>1-6</sub>alkyl;

R<sup>5</sup> is C<sub>1-3</sub>alkylR<sup>12</sup> or C<sub>1-6</sub>alkyl;

R<sup>12</sup> is phenyl substituted with 0, 1, 2 or 3 R<sup>e</sup>;

R<sup>e</sup> is, at each occurrence independently selected from OH, F, Cl, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, C<sub>1-6</sub>alkyl, or C<sub>1-6</sub>alkoxy;

or a pharmaceutically acceptable salt thereof.

14. (currently amended) A compound of claim 12, wherein:

$R^1$  is selected from H,  $-C_{1-6}$ alkyl,  $-(CH_2)_2OCH_3$ ,  $-CH_2$ -phenyl,  $-CH_2C_{1-6}$ cycloalkyl;

$R^2$ ,  $R^3$ ,  $R^6$  and  $R^7$  are independently selected from H, or a substituted phenyl, wherein such substituent is selected from 1, 2, or 3 of the following F, Cl, Br, I or  $OCH_3$ ;

$R^4$  is H, or  $C_{1-6}$ alkyl;

$R^5$  is  $-C_{1-6}$ alkyl,  $-C_{1-3}$ alkyl $R^{12}$  wherein  $R^{12}$  is a substituted phenyl, wherein such ~~substituent~~ substituent is selected from 1, 2 or 3 of the following F, Cl, Br, I or  $OCH_3$ ;

or a pharmaceutically acceptable salt thereof.

15. (original) A compound of claim 12, wherein:

$R^1$  is selected from  $-C_{1-3}$ alkyl, or  $-CH_2C_{1-4}$ cycloalkyl.

16. (original) A compound of claim 12, wherein:

$R^1$  is selected from methyl or  $-CH_2$ cyclopropane.

17. (original) A compound of claim 12, wherein:

$R^e$  is at each occurrence independently selected from F, Cl,  $CF_3$ ,  $C_{1-6}$ alkyl, or  $C_{1-6}$ alkoxy.

18. (original) A compound of claim 12, wherein:

$R^2$  is an optionally substituted phenyl, wherein such optional substitution is made with 0, 1, 2, or 3  $R^e$  moieties.

19. (original) A compound of claim 12, wherein:

$R^3$ ,  $R^6$  and  $R^7$  are H.

20. (original) A compound of claim 12, wherein:

$R^4$  is  $C_{1-6}$ alkyl.

21. (currently amended) A compound of claim 12, wherein:

$R^5$  is  $-C_{1-6}$ alkyl,  $-C_{1-3}$ alkyl $R^{12}$  wherein  $R^{12}$  is a substituted phenyl, wherein such ~~substituent~~ substituent is selected from 1, 2 or 3 of the following F, Cl, Br, I or  $OCH_3$ .

22. (currently amended) A compound of ~~formula (II)~~ claim 12 selected from:

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,7S)-1-methyl-2-oxo-7-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,7S)-2-oxo-7-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,7S)-1-methyl-2-oxo-7-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,7S)-1-methyl-2-oxo-7-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,7S)-2-oxo-7-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,7S)-2-oxo-7-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,7R)-1-methyl-2-oxo-7-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,7R)-2-oxo-7-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,7R)-1-methyl-2-oxo-7-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,7R)-1-methyl-2-oxo-7-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,7R)-2-oxo-7-phenyl-2,3,6,7-

tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,7R)-2-oxo-7-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,6R)-1-methyl-2-oxo-6-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,6R)-2-oxo-6-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,6R)-1-methyl-2-oxo-6-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,6R)-1-methyl-2-oxo-6-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,6R)-2-oxo-6-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,6R)-2-oxo-6-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,6S)-1-methyl-2-oxo-6-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,6S)-2-oxo-6-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,6S)-1-methyl-2-oxo-6-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,6S)-1-methyl-2-oxo-6-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,6S)-2-oxo-7-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,6S)-2-oxo-6-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S)-1-methyl-2-oxo-5-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S)-2-oxo-5-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S)-1-methyl-2-oxo-5-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S)-1-methyl-2-oxo-5-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S)-2-oxo-5-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S)-2-oxo-5-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S)-1-methyl-2-oxo-4-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S)-2-oxo-4-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

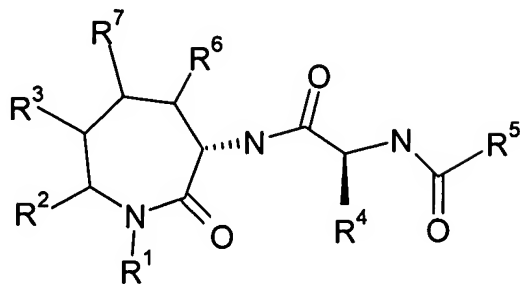
$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S)-1-methyl-2-oxo-4-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S)-1-methyl-2-oxo-4-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S)-2-oxo-4-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide; and

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S)-2-oxo-4-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide.

23. (original) A compound of formula (III):



(III)

wherein:

$R^1$  is selected from H, optionally substituted  $C_{1-3}$ alkylaryl, optionally substituted  $C_{1-3}$ alkylheterocycle, optionally substituted alkyl, optionally substituted  $C_{3-6}$ cycloalkyl,  $C_{2-4}$ alkylNR<sup>a</sup>R<sup>b</sup>, or  $C_{1-4}$ alkylCOR<sup>d</sup>, wherein all such optional substitutions are made with 0, 1, 2 or 3 R<sup>c</sup>;

$R^a$  and  $R^b$  are, at each occurrence independently selected from H,  $C_{1-4}$ alkyl or  $C_{5-6}$ cycloalkyl, or  $R^a$  and  $R^b$  and the N to which they are attached in combination form a 5 or 6-membered N-linked heterocycle having 2 nitrogen or, 1 nitrogen and 1 oxygen, ring atoms, wherein the non-linked nitrogen is substituted with R<sup>c</sup>;

R<sup>c</sup> is, at each occurrence independently selected from H,  $C_{1-3}$ alkyl, or substituted phenyl with 0, 1, 2, or 3 R<sup>c</sup>;

R<sup>d</sup> is, at each occurrence independently selected from  $C_{1-3}$ alkyl,  $C_{1-3}$ alkoxy, or NR<sup>a</sup>R<sup>b</sup>;

R<sup>e</sup> is, at each occurrence independently selected from OH, F, Cl, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>,  $C_{1-6}$ alkyl, or  $C_{1-6}$ alkoxy;

$R^2$ ,  $R^3$  and  $R^7$  are independently selected from H, optionally substituted  $C_{1-3}$ alkylaryl, optionally substituted  $C_{1-3}$ alkylheterocycle, optionally substituted 5- or 6-membered aromatic or heteroaromatic ring, said ring having 0,1,2 or 3, nitrogen, oxygen or sulfur atoms, but not more than 2 oxygen atoms or 2 sulfur atoms or 1 oxygen and 1 sulfur atom, optionally substituted  $C_{1-6}$ alkyl, or optionally substituted  $C_{3-6}$  cycloalkyl, wherein all such optional substitutions are made with 0, 1, 2, or 3 R<sup>c</sup> moieties, with the requirement that one or more of  $R^2$ ,  $R^3$  and  $R^7$  are aromatic or heteroaromatic;

$R^6$  is independently selected from H, optionally substituted  $C_{1-3}$ alkylaryl, optionally



substituted C<sub>1-3</sub>alkylheterocycle, optionally substituted C<sub>1-6</sub>alkyl, or optionally substituted C<sub>3-6</sub>cycloalkyl, wherein all such optional substitutions are made with 0, 1, 2, or 3 R<sup>e</sup> moieties;

R<sup>4</sup> is H, optionally substituted 5- or 6-membered aromatic or heteroaromatic ring, said ring having 0,1,2 or 3, nitrogen, oxygen or sulfur atoms, but not more than 2 oxygen atoms or 2 sulfur atoms or 1 oxygen and 1 sulfur atom, C<sub>1-6</sub>alkyl, C<sub>3-6</sub>cycloalkyl, or CR<sup>9</sup>R<sup>10</sup>R<sup>11</sup>;

R<sup>5</sup> is -C<sub>1-6</sub>alkyl, -C<sub>1-3</sub>alkylR<sup>12</sup> or CH(OH)R<sup>13</sup>;

R<sup>9</sup>, R<sup>10</sup> and R<sup>11</sup> are, at each occurrence independently selected from H, F, C<sub>1-4</sub>alkyl, OH, OCH<sub>3</sub>, SH, SCH<sub>3</sub>, CH<sub>2</sub>SCH<sub>3</sub>;

R<sup>12</sup> is phenyl substituted with 0, 1, 2 or 3 R<sup>e</sup>;

R<sup>13</sup> is C<sub>1-6</sub>alkyl or R<sup>12</sup>;

or a pharmaceutically acceptable salt thereof.

24. (currently amended) A compound of ~~formula (II)~~ claim 23, wherein:

R<sup>1</sup> is selected from H, or optionally substituted alkyl, wherein such optional substitution is made with 0, 1, or 2 substituents selected from C<sub>1-6</sub>cycloalkyl, C<sub>1-6</sub>cycloalkoxy, or phenyl;

R<sup>2</sup>, R<sup>3</sup>, R<sup>6</sup> and R<sup>7</sup> are independently selected from H, or optionally substituted 6-membered aromatic, wherein such optional substitution is made with 0, 1, 2, or 3 R<sup>e</sup> moieties, with the requirement that one or more of R<sup>2</sup>, R<sup>3</sup>, R<sup>6</sup> and R<sup>7</sup> are aromatic;

R<sup>4</sup> is H, or C<sub>1-6</sub>alkyl;

R<sup>5</sup> is -C<sub>1-6</sub>alkyl or -C<sub>1-3</sub>alkylR<sup>12</sup>;

R<sup>12</sup> is phenyl substituted with 0, 1, 2 or 3 R<sup>e</sup>;

R<sup>e</sup> is, at each occurrence independently selected from OH, F, Cl, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, C<sub>1-6</sub>alkyl, or C<sub>1-6</sub>alkoxy;

or a pharmaceutically acceptable salt thereof.

25. (currently amended) A compound of ~~formula (III)~~ claim 23, wherein:

R<sup>1</sup> is selected from H, -C<sub>1-6</sub>alkyl, -(CH<sub>2</sub>)<sub>2</sub>OCH<sub>3</sub>, -CH<sub>2</sub>-phenyl, or -CH<sub>2</sub>C<sub>1-6</sub>cycloalkyl;

R<sup>2</sup>, R<sup>3</sup>, R<sup>6</sup> and R<sup>7</sup> are independently selected from H, or a substituted phenyl, wherein such ~~substituent~~ substituent is selected from 1, 2, or 3 of the following F, Cl, Br, I or OCH<sub>3</sub>;

R<sup>4</sup> is H, or C<sub>1-6</sub>alkyl;

R<sup>5</sup> is ~~C<sub>1-6</sub>alkyl~~, C<sub>1-6</sub>alkyl or -C<sub>1-3</sub>alkylR<sup>12</sup> wherein R<sup>12</sup> is a substituted phenyl, wherein such ~~substituent~~ substituent is selected from 1, 2 or 3 of the following F, Cl, Br, I or OCH<sub>3</sub>; or a pharmaceutically acceptable salt thereof.

26. (currently amended) A compound of claim 23, wherein:

R<sup>1</sup> is ~~C<sub>1-6</sub>alkyl~~, C<sub>1-6</sub>alkyl or -CH<sub>2</sub>C<sub>1-4</sub>cycloalkyl.

27. (original) A compound of claim 23, wherein:

R<sup>1</sup> is methyl or -CH<sub>2</sub>cyclopropane.

28. (original) A compound of claim 23, wherein:

R<sup>e</sup> is, at each occurrence independently selected from F, Cl, CF<sub>3</sub>, C<sub>1-6</sub>alkyl, or C<sub>1-6</sub>alkoxy.

29. (original) A compound of claim 23, wherein:

R<sup>2</sup> is an optionally substituted phenyl, wherein such optional substitution is made with 0, 1, 2, or 3 R<sup>e</sup> moieties.

30. (original) A compound of claim 23, wherein:

R<sup>3</sup>, R<sup>6</sup> and R<sup>7</sup> are H.

31. (original) A compound of claim 23, wherein:

R<sup>4</sup> is C<sub>1-6</sub>alkyl.

32. (currently amended) A compound of claim 23, wherein:

R<sup>5</sup> is ~~C<sub>1-6</sub>alkyl~~, C<sub>1-6</sub>alkyl or -C<sub>1-3</sub>alkylR<sup>12</sup> wherein R<sup>12</sup> is a substituted phenyl, wherein such ~~substituent~~ substituent is selected from 1, 2 or 3 of the following F, Cl, Br, I or OCH<sub>3</sub>.

33. (currently amended) A compound of ~~formula (III)~~ claim 23 selected from:

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3*S*,7*S*)-1-methyl-2-oxo-7-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3*S*,7*R*)-1-methyl-2-oxo-7-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3*R*,7*S*)-1-methyl-2-oxo-7-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3*R*,7*R*)-1-methyl-2-oxo-7-phenylazepan-3-yl]-L-alaninamide (3 $\oplus$ );

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3*S*,7*R*)-2-oxo-7-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2*S*)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3*S*,7*R*)-1-methyl-2-oxo-7-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2*R*)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3*S*,7*R*)-1-methyl-2-oxo-7-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2*S*)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3*S*,7*R*)-2-oxo-7-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2*R*)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3*S*,7*R*)-2-oxo-7-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3*S*,7*S*)-2-oxo-7-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2*S*)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3*S*,7*S*)-1-methyl-2-oxo-7-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2*R*)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3*S*,7*S*)-1-methyl-2-oxo-7-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2*S*)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3*S*,7*S*)-2-oxo-7-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2*R*)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3*S*,7*S*)-2-oxo-7-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,6R)-1-methyl-2-oxo-6-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,6R)-2-oxo-6-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,6R)-1-methyl-2-oxo-6-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,6R)-1-methyl-2-oxo-6-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,6R)-2-oxo-6-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,6R)-1-methyl-2-oxo-6-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,6S)-1-methyl-2-oxo-6-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,6S)-2-oxo-6-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,6S)-1-methyl-2-oxo-6-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,6S)-1-methyl-2-oxo-6-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,6S)-2-oxo-6-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,6S)-2-oxo-6-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4R)-1-methyl-2-oxo-4-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4R)-2-oxo-4-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R)-1-methyl-2-oxo-4-

phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R)-1-methyl-2-oxo-4-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R)-2-oxo-4-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R)-2-oxo-4-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4S)-1-methyl-2-oxo-4-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4S)-2-oxo-4-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4S)-1-methyl-2-oxo-4-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4S)-1-methyl-2-oxo-4-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4S)-2-oxo-4-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4S)-2-oxo-4-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4R,7S)-1-methyl-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4R,7S)-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R,7S)-1-methyl-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R,7S)-1-methyl-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R,7S)-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R,7S)-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4S,7S)-1-methyl-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4S,7S)-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4S,7S)-1-methyl-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4S,7S)-1-methyl-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4S,7S)-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4S,7S)-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4R,7R)-1-methyl-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4R,7R)-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R,7R)-1-methyl-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R,7R)-1-methyl-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R,7R)-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R,7R)-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4R,6S)-1-methyl-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4R,6S)-2-oxo-4,6-diphenylazepan-3-yl]-L-

alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R,6S)-1-methyl-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R,6S)-1-methyl-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R,6S)-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R,6S)-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4S,6S)-1-methyl-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4S,6S)-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4S,6S)-1-methyl-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4S,6S)-1-methyl-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4S,6S)-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4S,6S)-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4R,6R)-1-methyl-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4R,6R)-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R,6R)-1-methyl-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R,6R)-1-methyl-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R,6R)-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R,6R)-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,5R,7S)-1-methyl-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,5R,7S)-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,5R,7S)-1-methyl-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,5R,7S)-1-methyl-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,5R,7S)-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,5R,7S)-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,5S,7S)-1-methyl-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,5S,7S)-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,5S,7S)-1-methyl-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,5S,7S)-1-methyl-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,5S,7S)-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,5S,7S)-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,5R,7R)-1-methyl-2-oxo-5,7-diphenylazepan-3-



yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,5R,7R)-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,5R,7R)-1-methyl-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,5R,7R)-1-methyl-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,5R,7R)-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,5R,7R)-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,5S)-1-methyl-2-oxo-5-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,5S)-2-oxo-5-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,5S)-1-methyl-2-oxo-5-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,5S)-1-methyl-2-oxo-5-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,5S)-2-oxo-5-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,5S)-2-oxo-5-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,5R)-1-methyl-2-oxo-5-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,5R)-2-oxo-5-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,5R)-1-methyl-2-oxo-5-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,5R)-1-methyl-2-oxo-5-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,5R)-2-oxo-5-phenylazepan-3-yl]-L-alaninamide; and

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,5R)-2-oxo-5-phenylazepan-3-yl]-L-alaninamide.

34-38. (cancelled).

39. (currently amended) A method of treatment of a human or animal suffering from ~~neurological disorders~~ a neurological disorder associated with  $\beta$ -amyloid production comprising administering to ~~a host in need of such treatment~~ the human or animal a therapeutically effective amount of a compound as ~~defined in any one of claims 1 to 33~~ of claim 1.

40. (currently amended) A method of treating Alzheimer's disease in a patient comprising administering to a patient ~~in need of such treatment~~ an effective amount of a compound as ~~defined in any one of claims 1 to 33~~ of claim 1.

41. (currently amended) A method of treating dementia in a patient comprising administering to a patient ~~in need of such treatment and~~ an effective amount of a compound as ~~defined in any one of claims 1 to 33~~ of claim 1.

42. (currently amended) A method of treating age associated cognitive decline, mild cognitive impairment, learning deficit, cognition deficit, attention deficit, memory loss, Attention Deficit Hyperactivity Disorder or Down's Syndrome in a patient comprising administering to a patient ~~in need of such treatment and~~ an effective amount of a compound as ~~defined in any one of claims 1 to 33~~ of claim 1.

43. (currently amended) A method of preventing Alzheimer's disease a patient comprising administering to a patient at risk of developing Alzheimer's disease an effective amount of a

compound as ~~defined in any one of claims 1 to 33~~ of claim 1.

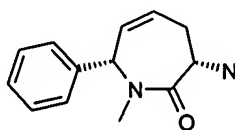
44. (currently amended) A method of preventing dementia in a patient comprising administering to a patient at risk of developing dementia an effective amount of a compound as ~~defined in any one of claims 1 to 33~~ of claim 1.

45. (currently amended) A method of preventing age associated cognitive decline, mild cognitive impairment, learning deficit, cognition deficit, attention deficit, memory loss, Attention Deficit Hyperactivity Disorder or Down's Syndrome in a patient comprising administering to a patient at risk of developing a learning deficit, cognition deficit, attention deficit, memory loss, Attention Deficit Hyperactivity Disorder or Down's Syndrome an effective amount of a compound as ~~defined in any one of claims 1 to 33~~ of claim 1.

46. (currently amended) A method for inhibiting  $\gamma$ -secretase activity comprising administering to a host ~~in need of such inhibition~~ a therapeutically effective amount of a compound as ~~defined in any one of claims 1 to 33~~ of claim 1.

47. (currently amended) A pharmaceutical composition ~~comprising~~ comprising a compound as ~~defined in any one of claims 1 to 33~~ of claim 1 or a pharmaceutically acceptable salt or *in vivo* hydrolysable ester thereof, together with at least one ~~pharmaceutically~~ pharmaceutically acceptable carrier, diluent or ~~excipient~~ excipient.

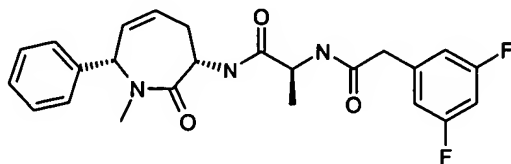
48. (currently amended) A process for preparing a compound of formula 1f



1f

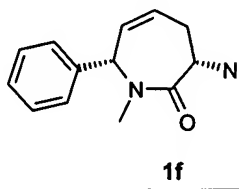
comprising reacting a ~~compound of formula 1d~~ tert-butyl[(3S,7S)-1-methyl-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]carbamate with TFA trifluoroacetic acid.

49. (currently amended) A process for preparing a compound of formula 1



1

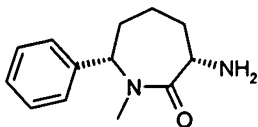
comprising reacting a compound of formula 1f



1f

and *N*-[(3,5-difluorophenyl)acetyl]-L-alanine with HOBt-hydrate, ~~EDAC.HCL~~ EDAC.HCl and *N*-methyl morpholine.

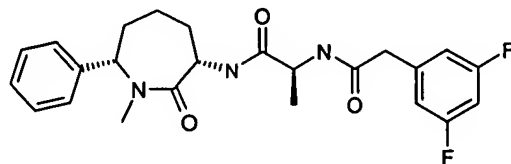
50. (currently amended) A process for preparing a compound of formula 2e



2e

comprising reacting ~~a compound of formula 2e~~ benzyl [(3S,7S)-1-methyl-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]carbamate with H<sub>2</sub>, H<sub>2</sub> and Pearlman's Catalyst in ETOH.

51. (currently amended) A process for preparing a compound of formula 2

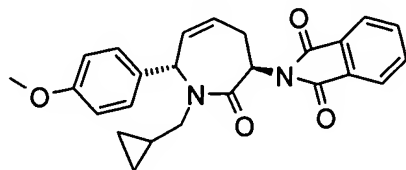


2

comprising reacting ~~a compound of formula 2e~~ (3S,7S)-3-amino-1-methyl-7-phenylazepan-2-one and *N*-[(3,5-difluorophenyl)acetyl]-L-alanine with HOBt-hydrate, ~~EDAC.HCL~~ EDAC.HCl and

N-methyl morpholine.

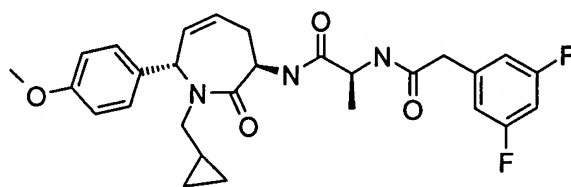
52. (currently amended) A process for preparing a compound of formula 11f (3R,7S)-3-amino-1-(cyclopropylmethyl)-7-(4-methoxyphenyl)-1,3,4,7-tetrahydro-2H-azepin-2-one comprising reacting a compound of formula 11d



**11d**

with ~~H<sub>2</sub>NNH<sub>2</sub>~~ H<sub>2</sub>NNH<sub>2</sub> in MeOH.

53. (currently amended) A process for preparing a compound of formula 11A



**11A**

comprising reacting a compound of formula 11f (3R,7S)-3-amino-1-(cyclopropylmethyl)-7-(4-methoxyphenyl)-1,3,4,7-tetrahydro-2H-azepin-2-one and *N*-[(3,5-difluorophenyl)acetyl]-L-alanine with with HOBt-hydrate, ~~EDAC.HCL~~ EDAC.HCl and N-methyl morpholine.